



MOUND COTTON WOLLAN & GREENGRASS

To: Representative Barbara Byrum
Chair Person, Insurance Committee
House of Representatives
P.O. Box 30036
Lansing, MI 48909-7536

Date: April 15, 2010

From: MCWG, counsel for Biglari Holdings Inc.
(f/k/a The Steak n Shake Company)

Client/Matter:03211.001

RE: Senate Bill 1174
Fremont Insurance Company

Introduction

We represent Biglari Holdings Inc. (f/k/a The Steak n Shake Company referred to below as BH) in conjunction with its Form A filing for the acquisition of control of Fremont Insurance Company (FIC or Fremont). Michigan Insurance Law defines "control" as ownership of 10% or more of Fremont's voting securities. Mich. Comp. Laws, § 500.115 (b).

We appreciate the opportunity to address the Insurance Committee with respect to Senate Bill 1174. Among other things, as more fully described below, Bill 1174 would circumvent existing Michigan insurance laws with respect to acquiring "control" of a Michigan domiciled insurance company.

To supplement our April 15, 2010 comments to the Committee, we respectfully submit the following materials.

Background

FIC is a property and casualty insurance carrier with headquarters in Fremont, Michigan. FIC employs about sixty-six persons at its offices in Fremont. BH, through its subsidiaries employs more than 900 Michigan residents at nineteen restaurants in Michigan.

BH now owns 9.9% of the common stock of FIC's parent, Fremont Michigan InsuraCorp, Inc. (FMIC). On December 21, 2009, BH, then Steak n Shake, filed for approval from the Commissioner of the Michigan Office of Financial and Insurance Regulation (OFIR) to acquire the balance of FMIC's outstanding common stock. A copy of BH's Form A filing appears under Tab 1.

On the same day, December 21, 2009, BH, then Steak n Shake, offered to acquire 100% of Fremont's issued and outstanding common stock. A copy of the proposal appears under Tab 2. Immediately following BH's announced proposal to acquire Fremont, FMIC's share price

increased from \$22.01 on December 21, 2009 to close at \$25 on December 22, 2009. FMIC's Board of Directors rejected the offer on December 23, 2009.

While BH's Form A filing remained under review at OFIR, Fremont's management prevailed upon Senator Gerald Van Woerkum to introduce Senate Bill 1174. On information and belief, the Bill's sponsors did not discuss Bill 1174 with OFIR before introducing it. A copy of Senate Bill 1174 as introduced appears under Tab 3. Bill 1174 was subsequently revised. The current Bill appears under Tab 4.

Senate Bill 1174 is aimed at BH's pending Form A application and BH's offer to purchase the remaining shares of FMIC that it does not own. See Tab 5: "2010 Senate Bill 1174 (Rewrite corporate takeover rules for particular insurance company)," Michigan Votes, Mackinac Center for Public Policy, available at <http://www.michiganvotes.org/Legislation.aspx?SessionID=39&ChamberLegislationTypeID=5&Number=1174>.

Bill 1174 proposes to amend Mich. Comp. Laws § 500.1311 to require the approval of two-thirds (2/3) of the shareholders of any Michigan domestic insurer (or its holding company) that has 200 or fewer employees for any "proposal" to acquire, merge with, or elect two or more directors unless the "proposal" is supported by a majority of the domestic insurer's current board of directors.

As discussed below, Bill 1174 is poorly drafted, difficult to picture in operation, and bad policy with respect to: (1) corporate governance; (2) economic development, and (3) state insurance regulation.

Fremont Insurance Company and its Jobs will Remain in Michigan

In its efforts to promote Bill 1174, Fremont's board and CEO hired a public relations and lobbying firm. Fremont's lobbyists circulated a handout containing false and misleading information about BH's offer to acquire Fremont stock and BH's Form A filing. BH addressed these false statements in a rebuttal that we attach under Tab 6.

The principal canard advanced by Fremont claims that Fremont's would-be acquirer "plans" to move or "redomicile" Fremont to another state or move Fremont's administrative offices out of state. To the contrary, BH has certified in its filings with the Commissioner that Fremont will remain in Michigan and Fremont's administrative offices will remain in Fremont, Michigan. See Amendment No. 1 to BH's Form A filing. Tab 7.

In addition, under Michigan insurance law and as Commissioner Ross testified on March 17 before the Senate Economic Development and Regulatory Reform Committee, redomiciling Fremont Insurance Company to another state requires both the Commissioner's approval and the approval of any state to which the company would be moved. This is an arduous process more fully discussed below, a fact that Fremont's handout conveniently omitted.

1. Fremont Insurance Company will remain in Michigan. In its Form A filing, BH pledged, among other things, to:

- retain current management, save for FIC's Chief Executive Officer;
- continue to operate FIC at its present location;
- retain and support FIC's agents; and
- contribute \$3,500,000 in additional capital.

Form A, Item V.

On April 9, 2010, BH filed Amendment No. 1 to its Form A, a copy of which is attached under Tab 7. The Amendment certifies that:

- (1) FIC's principal administrative offices will remain in Fremont, Michigan; and
- (2) FIC will remain a Michigan domiciled company.

Moving Fremont away from its agent network and its Michigan policyholders makes no economic sense. Nevertheless, BH's pending Form A puts these baseless allegations to rest.

2. Commissioner of OFIR Must Approve Moving Fremont Insurance. The Michigan Insurance Code also requires the Commissioner's approval to move (or redomicile) Fremont to another state. Mich. Comp. Laws §500.413. Tab 8. Before the Senate Economic Development and Regulatory Reform Committee, Commissioner Ross testified as much: "You need the permission of that state and its acquiescence, as well as the [permission of the] domicile state." See March 17, 2010 Testimony from Commissioner Ross before the Senate Economic Development and Regulatory Reform Committee (Time 30:11-31:35 in Recording of Testimony). Tab 9. The Commissioner can prevent any Michigan domiciled insurance company from leaving the state.

Bill 1174 is Anti-shareholder Rights

Bill 1174 is bad policy with respect to corporate governance and efforts to expand shareholder rights.

1. Anti-shareholder rights. The Securities and Exchange Commission and other regulators have recently stressed the need for greater shareholder participation and more director responsibility.

"The nation and the markets have recently experienced, and remain in the midst of, one of the most serious economic crises of the past century. This crisis has led many to raise serious concerns about the accountability and responsiveness of some companies and boards of directors to the interests of shareholders, and has resulted in a loss of investor confidence. These concerns have included questions about whether boards are exercising appropriate oversight of management, whether boards are appropriately

focused on shareholder interests, and whether boards need to be more accountable for their decisions regarding such issues as compensation structures and risk management."

Proposed Rule, "Facilitating Shareholder Director Nominations," 17 CFR Parts 200, 232, 240, 249 and 274, Federal Register / Vol. 74, No. 116 / Thursday, June 18, 2009 / Proposed Rules, p.29025; Siegel, Tara Bernard. "Voting Your Shares May Start to Matter," The New York Times (March 5, 2010), available at <http://www.nytimes.com/2010/03/06/your-money/stocks-and-bonds/06money.html?scp=2&sq=shareholder%20democracy&st=Search>, annexed to this memorandum as Tab 10.

The Securities and Exchange Commission has proposed amending the Federal proxy rules to make it easier for shareholders to nominate corporate board candidates. Proposed Rule, "Facilitating Shareholder Director Nominations," 17 CFR Parts 200, 232, 240, 249 and 274, Federal Register / Vol. 74, No. 116 / Thursday, June 18, 2009 / Proposed Rules, p.29024. The proposal would allow shareholders to have their board nominees included in corporate proxy materials.

The SEC proposal is designed to allow shareholders to exercise their rights, and in so doing, protect investors from unresponsive corporate boards and officers:

"The action we take today is focused on removing burdens that the federal proxy process currently places on the ability of shareholders to exercise their basic rights to nominate and elect directors. If we adopted rules to remove those burdens, we believe that these rules would facilitate shareholders' ability to participate more fully in the debates surrounding these issues. To the extent shareholders have the right to nominate directors at meetings of shareholders, the federal proxy rules should not impose unnecessary barriers to the exercise of this right. The SEC's mission is investor protection, and we believe that investors are best protected when they can exercise the rights they have as shareholders, without unnecessary obstacles imposed by the federal proxy rules."

17 CFR Parts 200, 232, 240, 249 and 274, Federal Register / Vol. 74, No. 116 / Thursday, June 18, 2009 / Proposed Rules, p.29027.

2. Unnecessary legislative intervention. Michigan law already requires intense regulatory scrutiny of any application to acquire 10% or more of any Michigan-domiciled insurer's voting securities. During the Senate Economic Development and Regulatory Reform Committee hearing on March 17, this process, which centers around the potential acquirer's Form A application, was compared to a proctologist's examination and includes detailed biographies for the applicant's directors, fingerprints, a detailed business plan, and more.

In his review of BH's pending Form A application, the Commissioner must determine whether:

* * * * *

(b) The effect of the merger or other acquisition of control would be substantially to lessen competition in insurance in this state or tend to create a monopoly in this state.

(c) The financial condition of any acquiring party is such as might jeopardize the financial stability of the insurer, or prejudice the interest of its policyholders or the interests of any remaining securityholders who are unaffiliated with the acquiring party.

(d) The terms of the offer, request, invitation, agreement, or acquisition referred to in section 1311 are unfair and unreasonable to the insurer's policyholders or securityholders.

(e) The plans or proposals that the acquiring party has to liquidate the insurer, sell its assets, consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management, are unfair and unreasonable to the insurer's policyholders, and not in the public interest.

(f) The competence, experience, and integrity of those persons who would control the operation of the insurer are such that it would not be in the interest of the insurer's policyholders or the general public to permit the merger or other acquisition of control.

Mich. Comp. Laws § 500.1315 (emphasis added).

Existing Michigan statutes require that the Commissioner consider not only the interests of shareholders, but also to consider whether any offer to acquire an insurer's shares is "unfair and unreasonable to the insurer's policyholders...." Why undercut the Commissioner's authority to make that determination?

FMIC already has adopted corporate anti-takeover defenses, i.e., a staggered board and a poison pill that automatically dilutes the value of an acquiring party's shares. FMIC does not need a legislative poison pill to go with the other defenses erected to protect its CEO and current board of directors.

3. Bill 1174 discourages investment in Michigan. The Michigan legislature's actions are already having an impact on Fremont shareholders. Immediately following BH's announced proposal to acquire Fremont, FMIC's share price increased from \$22.01 on December 21, 2009 to close at \$25 on December 22, 2009. After the Economic Development and Regulatory Reform Committee's favorable report of the Bill and the Senate's passage of the Bill, FMIC's share price dropped to close at \$22 on March 23, 2010. FMIC's share price has remained near this level and closed on April 13 at \$22.56.

FMIC investors have written to this Committee objecting to this bill and asking this Committee not to vote Bill 1174 out. See letters from Fort Ashford Funds and Chanticleer Holdings opposing Senate Bill 1174 annexed to this memorandum under Tab 11. Investors in Michigan enterprises should not have the rules rewritten in mid-investment.

As "anti-takeover" legislation, Bill 1174 is out of step and out of favor:

"The evidence after more than a decade of experience is that state anti-takeover laws are ineffective tools for discouraging takeovers of state-based corporations, and impose great costs and delays on all parties involved in takeover disputes."

Bolema, Theodore. "Repeal Michigan's Anti-Takeover Law," Mackinac Center for Public Policy (August 4, 2003), available at <http://www.mackinac.org/5576>, annexed to this memorandum as Tab 12.

4. Senate Bill 1174 is Unworkable and Ambiguous. Senate Bill 1174 requires the approval of two-thirds of all shareholders for a takeover proposal or the election of two or more directors if the current board does not approve the proposal or election, but the Bill does not address how this will be achieved.

The Bill addresses both the election of directors and any "proposal," an undefined term, to acquire control of the company, e.g., a tender offer. The Bill does not explain how the shareholders would be advised of the Board's failure to "approve" the offer or when the vote would be taken or how the vote would be conducted or who would pay for it. Bill 1174 contemplates additional regulation by the OFIR but it is unclear how this would operate.

Note also that the Bill calls for a two-thirds vote of all outstanding voting securities rather than a two-thirds vote of those securities that are actually voted. To the extent that some shareholders fail to vote, the percentage required to overcome the Board's disapproval increases and could require 70% or 80% or more of the voting shareholders to elect a "non-approved" candidate for the board. Indeed, a non-approved candidate could win 60% of the vote and a "board-approved" candidate could win election with substantially fewer votes.

5. Contrary to Regulatory Uniformity. The National Association of Insurance Commissioners (NAIC) promotes effective and uniform state regulation of insurance. The NAIC has accredited Michigan as an effective state insurance regulator based in part on Michigan's adoption of the NAIC Model Laws.

In 1970 Michigan adopted the NAIC Model Insurance Holding Company System Regulatory Act. Michigan Comp. Laws § 500.1311 was taken from this Model Act. Forty-eight states and the District of Columbia have adopted the Model Act and have provisions equivalent to Michigan Comp. Laws § 500.1311. See NAIC, Current Status of Adoption of The Insurance Holding Company System Regulatory Act annexed to this memorandum under Tab 13.

Senate Bill 1174 would constitute a one-state deviation from the model law. While the passage of this Bill might (or might not) call into question Michigan's NAIC accreditation, passage of this type of private legislation will certainly be fodder for those who question the effectiveness of state insurance regulation and those who advocate for Federal oversight of the business of insurance.

Conclusion

In short, Senate Bill 1174 would discourage capital investment in Michigan insurers, reduce shareholder rights, and add an additional unnecessary layer of statutory restriction on the ability of investors to acquire 10% or more of the shares of a Michigan domiciled insurer.

For all these reasons, Bill 1174 should not be voted out of this Committee.

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF
OR MERGER WITH A DOMESTIC INSURER**

FREMONT INSURANCE COMPANY

Name of Domestic Insurer

A Subsidiary of

FREMONT MICHIGAN INSURACORP, INC.

BY

THE STEAK N SHAKE COMPANY

Name of Acquiring Person ("Applicant")

Dated: December 21, 2009

Filed with the Commissioner of the Michigan Office of Financial and Insurance Regulation

Correspondence concerning this statement should be addressed to:

James Veach
Mound Cotton Wollan & Greengrass
1 Battery Park Plaza
New York, NY 10004
Tel: 212-804-4233
Fax: 212-344-8066
E-mail: jveach@moundcotton.com

ITEM 1. METHOD OF ACQUISITION

A.	<u>Name and Address of Domestic Insurer</u> Fremont Insurance Company (FIC) 933 East Main Street Fremont, Michigan 49412-9751	NAIC Company Code 13994
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The name and address of the person controlling said Domestic Insurer and to which this Application relates is as follows:

Fremont Michigan InsuraCorp, Inc. (FMIC)
933 East Main Street
Fremont, Michigan 49412-9751

B. Description of Acquisition of Control

FIC is a Michigan domiciled insurance company and a wholly owned subsidiary of FMIC, a publicly traded insurance holding company incorporated in Michigan. FMIC's common stock trades on the OTC Bulletin Board under the ticker symbol "FMMH."

Applicant The Steak n Shake Company (SNS or Applicant) is an Indiana holding company composed of operating subsidiaries engaged in various businesses.

At this time, Applicant seeks approval pursuant to MCL 500.1315 to acquire the balance of FMIC's outstanding common stock (Shares) that Applicant does not already own.

Applicant seeks to enter into a transaction with FMIC to acquire all the Shares that Applicant does not already own through an appropriate acquisition entity by merger, business combination, or otherwise. A copy of a letter transmitted to the Board of Directors of FMIC regarding this proposed transaction is annexed to this Application as Exhibit 1.

The attached letter provided an offer by Applicant to acquire 100% of the issued and outstanding shares of common stock of FMIC that it does not already own, through an appropriate acquisition entity by tender offer and/or merger, for \$24.50 per share. 50% of the purchase price would be paid in cash and 50% of the purchase price would be paid in shares of common stock of the Applicant. Stockholders of FMIC would be given an opportunity to elect to receive the purchase price in cash, shares of the Applicant, or a combination thereof, so that the consideration will be subject to proration if the elections do not equal 50% cash and 50% stock.

Applicant believes its proposal provides the best means for stockholders of FMIC to realize the value of their shares by allowing them to exchange their shares for cash and/or for a more liquid security of a diversified holding company that trades on the New York Stock Exchange (NYSE).

The letter conditions Applicant's offer on obtaining all necessary regulatory approvals, including the Commissioner's approval of this Application, and a waiver from FMIC of its anti-takeover provisions.

If FMIC does not agree to enter into a transaction, Applicant may commence a public tender offer to acquire through an appropriate acquisition entity all the Shares that Applicant does not already own, subject to the following conditions:

(i) termination of FMIC's Shareholder Rights Agreement dated November 1, 2004, as amended (Rights Agreement);

(ii) waiver of any other anti-takeover provisions of FMIC that would prevent Applicant from completing the tender offer;

(iii) approval of this Application;

(iv) obtaining any other consents and approvals that Applicant deems necessary in order to allow it to complete the tender offer; and

(v) other customary conditions.

To the extent FMIC does not enter into a transaction or refuses to take the steps necessary to allow Applicant to complete the tender offer, including, among other things, terminating the Rights Agreement, Applicant may seek to obtain representation on the Board of Directors of FMIC as discussed in further detail herein.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

A. Name and Address of Applicant

The Steak n Shake Company
36 South Pennsylvania Street, Ste. 500
Indianapolis, Indiana 46204

B. Nature of Applicant's Business

Applicant is a holding company whose operating subsidiaries participate in various businesses. One of Applicant's operating subsidiaries, Steak n Shake Operations, Inc., is an Indiana corporation that operates one of the oldest restaurant chains in the United States.

Steak n Shake Operations, Inc. is engaged primarily in the ownership, operation, and franchising of Steak n Shake restaurants. As of September 30, 2009, Steak n Shake had 412 company-owned restaurants and 73 franchised restaurants located in 21 states.

Applicant and its subsidiaries employ approximately 20,000 persons. Applicant and its subsidiaries employ about 900 persons at 19 restaurants located in Michigan.

Applicant's revenue for the fiscal year ended September 30, 2009 was \$627 million. Applicant had total assets and book value as of such date of \$514.5 million and \$291.9 million, respectively. Applicant's common stock trades on the NYSE under the ticker symbol "SNS."

Applicant is in the process of purchasing Western Sizzlin Corp. (Western Sizzlin) for \$23 million. Mr. Sardar Biglari, Applicant's Chairman and Chief Executive Officer, also serves as Chairman and Chief Executive Officer of Western Sizzlin. Mr. Biglari has investment and voting discretion over the securities owned by Western Sizzlin and its subsidiaries. Western Sizzlin's common stock trades on NASDAQ under the ticker symbol "WEST."

Western Sizzlin is a holding company. The company, through various operating subsidiaries, has 94 franchised restaurant locations, 5 company-owned restaurants, a joint venture restaurant, real estate property for development through Western Real Estate L.P., an approximate 9% ownership in publicly traded ITEX, and a 51% interest in Mustang Capital Advisors, an investment advisory company with around \$45 million in assets under management.

C. Organizational Chart

A pre-transaction organizational chart setting forth the identities and the interrelationships among Applicant and all affiliates of Applicant is attached as Exhibit 1. Exhibit 2 sets out the percentage of voting securities of each entity or person that Applicant owns or controls. Unless otherwise indicated on Exhibit 1 or in this Statement, each organization is a corporation and control is maintained by ownership or control of voting securities.

Exhibit 1 indicates the type of organization and the jurisdiction of domicile of each person specified therein. No court proceedings involving a reorganization or liquidation are pending with respect to any such person or entity identified in Exhibit 2.

A post-acquisition organizational chart of Applicant is attached as Exhibit 3.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

Biographical Affidavits and fingerprint cards for the Applicant's directors and executive officers identified below are being submitted to the Michigan Office of Financial and Insurance Regulation under separate cover. To the best of the Applicant's knowledge, no person beneficially owns 10% or more of the Applicant's voting Securities.

To the extent FMIC does not enter into a transaction or refuses to take the steps necessary to allow Applicant to complete a tender offer, including terminating the Rights Agreement, Applicant may seek to obtain representation on the Board of Directors of FMIC. Applicant will furnish the Biographical Affidavits for any prospective nominees if and when they are nominated for election.

The directors and executive officers of SNS are:

Directors/Executive Officers:

Sardar Biglari

Duane E. Geiger

Philip L. Cooley

Ruth J. Person

William J. Regan, Jr

John W. Ryan

Titles:

Chairman of the Board of Directors
and Chief Executive Officer

Interim Chief Financial Officer, Vice
President, and Controller

Vice Chairman of the Board of
Directors

Director

Director

Director

A - C. Directors, Executive Officers and 10% Owners of the Applicant

The information required by these items is included in the biographical affidavits and authority for release of information forms for the persons identified under this Item 3. These affidavits and release of information forms are being submitted under separate cover.

D. Criminal Proceedings of Directors, Executive Officers, and Proposed Nominees

To the best of the Applicant's knowledge, information, and belief, none of the persons identified in this Item 3 has been convicted in a criminal proceeding (excluding minor traffic violations) during the ten years immediately preceding the filing of this Application.

ITEM 4. NATURE, SOURCE, AND AMOUNT OF CONSIDERATION

A. Nature, Source, and Amount of Funds

The Applicant has offered to acquire 100% of the issued and outstanding shares of common stock of FMIC that it does not already own, through an appropriate acquisition entity by tender offer and/or merger, for \$24.50 per share. 50% of the purchase price would be paid in cash and 50% of the purchase price would be paid in shares of common stock of the Applicant. Stockholders of FMIC would be given an opportunity to elect to receive the purchase price in cash, shares of the Applicant, or a combination thereof, so that the consideration will be subject to proration if the elections do not equal 50% cash and 50% stock. The cash component of the offer price will come from SNS's available cash on hand.

B. Criteria Used in Determining the Nature and Amount of Consideration

The offer price for the Shares was determined based on a number of factors including, but not limited to, publicly available financial and securities data of FMIC and companies deemed comparable to FMIC and publicly available information deemed relevant to the proposed transaction. Applicant believes the offer price for the Shares is fair to all shareholders. Applicant believes its proposal provides the best way for stockholders of FMIC to realize the value of their shares by allowing them to exchange their shares for cash and/or for a more liquid security of a diversified holding company that trades on the NYSE. FMIC shares trade infrequently and in very little volume on the OTC Bulletin Board.

ITEM 5. FUTURE PLANS OF INSURER

A. Dividend, Liquidation, Merger, Material Changes

Applicant has no present plans to cause FIC to: (1) declare a dividend (extraordinary or otherwise); (2) liquidate; (3) sell its assets; (4) merge with any person or persons; or (5) make any other immediate material changes in FIC's business operations or corporate structure other than to replace FIC's and FMIC's Chief Executive Officer and to infuse additional capital into FIC as discussed in further detail herein. FMIC and FIC will operate as wholly owned subsidiaries of the Applicant in a decentralized operating structure.

B. Business Plan

Applicant has no immediate plans to deviate from FIC's or FMIC's existing business operations. Applicant's present plans are to replace FIC's and FMIC's Chief Executive Officer and to infuse \$3.5 million in additional capital immediately after Applicant, subject to the Commissioner's approval, obtains control of FMIC. As discussed in its offer letter to the FMIC's Board of Directors, Applicant wants all members of the management team, other than the CEO, to remain in place. Applicant is willing to discuss employment agreements with the members of management, with the exception of the CEO, because Applicant believes they will play an integral role in the new ownership structure. The prospective CEO will have extensive experience in the insurance industry, and Applicant will provide this individual's biographical affidavit and fingerprints as soon as he or she begins employment with Applicant.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

Applicant intends to acquire all Shares it does not already own.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

As of the date of this Application, Applicant owns 172,500 Shares, which represents approximately 9.9% of the outstanding Shares.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

None.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

A chart setting forth the purchases of the Shares by Applicant, its affiliates, and any person identified in Item 3 during the twelve calendar months immediately preceding the filing of this Application is attached as Exhibit 4. This chart indicates the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid for the Shares.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Neither Applicant, its affiliates, nor any person identified in Item 3 has made any recommendation to purchase any voting security of FMIC. Nor have any recommendations to purchase any voting security of FMIC been made by anyone based upon interviews or at the suggestion of Applicant, its affiliates, or any person listed in Item 3 during the 12 calendar months preceding the filing of this Application.

ITEM 11. AGREEMENTS WITH BROKER DEALERS

None.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

A. Exhibits and Financial Statements

Exhibit	Title
1	Letter to the Board of Directors of FMIC
2	Pre-Transaction Organizational Chart
3	Post-Transaction Organizational Chart
4	Recent Purchases of Voting Securities
5	Applicant's 2009 Audited Consolidated Financial Statement (10-K)
6	Applicant's 2008 Audited Consolidated Financial Statement (10-K)
7	Applicant's 2007 Audited Consolidated Financial Statement (10-K)
8	Applicant's 2006 Audited Consolidated Financial Statement (10-K)
9	Applicant's 2005 Audited Consolidated Financial Statement (10-K)

B. Financial Statements

The audited consolidated financial statements for Applicant and its subsidiaries for the fiscal years ended on the last Wednesday of September, 2009 (the most recent available), 2008, 2007, 2006, and 2005 are attached to this Application as Exhibits: 5 - 9.

C. Tender Offer, Agreements for Voting Securities, Annual Reports

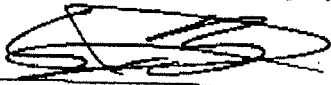
A copy of the letter regarding Applicant's proposed acquisition of FMIC is annexed to this Application as Exhibit 1. To the extent Applicant commences a public tender offer to acquire the Shares it does not already own or commences a proxy contest to elect its director nominees, Applicant will promptly provide the Commissioner with a complete set of all tender offer, proxy solicitation, and related materials.

ITEM 13. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, The Steak n Shake Company has caused this application to be duly signed on its behalf in the City of San Antonio and State of Texas on the 21st day of December, 2009.

(SEAL) _____
The Steak n Shake Company
BY  _____
Sardar Biglari
Chairman and Chief Executive Officer

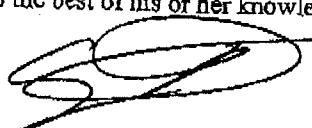
Attest:


(Signature of Officer)

Interim Chief Financial Officer
(Title)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated December 21, 2009, for and on behalf of The Steak n Shake Company; that he is the Chairman and Chief Executive Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

(Signature)  _____
Sardar Biglari

THE STEAK N SHAKE COMPANY

36 SOUTH PENNSYLVANIA STREET, SUITE 500
INDIANAPOLIS, INDIANA 46204
TELEPHONE (317) 633-4100
FAX (317) 633-4106

December 21, 2009

Board of Directors
Fremont Michigan InsuraCorp, Inc.
933 East Main Street
Fremont, Michigan 49412

Dear Board Member:

The Steak n Shake Company ("Steak n Shake") currently owns 9.9% of the outstanding shares of common stock of Fremont Michigan InsuraCorp, Inc. ("Fremont"). Steak n Shake hereby declares its willingness to acquire 100% of the issued and outstanding shares of common stock of Fremont that it does not already own, through an appropriate acquisition entity by tender offer and/or merger (the "Transaction"), for \$24.50 per share (the "Purchase Price"). 50% of the Purchase Price would be paid in cash, and 50% would be paid in shares of the common stock of Steak n Shake. Stockholders of Fremont would be given an opportunity to elect to receive the Purchase Price in cash, shares of Steak n Shake, or a combination thereof, so that the consideration will be subject to proration if the elections do not equal 50% cash and 50% stock. Our offer is not subject to any financing contingency.

We believe our proposal provides the best means for stockholders of Fremont to realize the value of their shares by allowing them to exchange their shares for cash and/or for a more liquid security of a diversified holding company that trades on the NYSE. As you know, unlike Steak n Shake's shares, those of Fremont trade infrequently and in very little volume on the OTC Bulletin Board.

Our proposal is subject to obtaining all necessary regulatory approvals and a waiver from Fremont on its anti-takeover provisions.

Furthermore, we want all members of the management team, other than the CEO, to remain in place. We are willing to discuss employment agreements with the other members of management because we believe they will play an integral role in the new ownership structure.

We welcome meeting with members of Fremont's Board or its representatives as soon as is practicable.

Sincerely,

A handwritten signature in black ink, appearing to read 'Sardar Biglari', written over a large, loopy, handwritten 'S' or similar flourish.

Sardar Biglari
Chairman of the Board

SENATE BILL No. 1174

February 25, 2010, Introduced by Senators VAN WOERKOM and ALLEN and referred to the Committee on Economic Development and Regulatory Reform.

A bill to amend 1956 PA 218, entitled
"The insurance code of 1956,"
by amending section 1311 (MCL 500.1311), as amended by 1994 PA 227.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 1311. (1) A person other than the issuer shall not make a
2 tender offer for or a request or invitation for tenders of, or
3 enter into any agreement to exchange securities for, seek to
4 acquire or acquire, in the open market or otherwise, any voting
5 security of a domestic insurer if, after the consummation thereof,
6 the person directly or indirectly, or by conversion or by exercise
7 of any right to acquire, would be in control of the insurer. A
8 person shall not enter into an agreement to merge with or otherwise
9 to acquire control of a domestic insurer or any person controlling
10 a domestic insurer unless, at the time an offer, request, or
11 invitation is made or an agreement is entered into, or prior to the

SENATE BILL No. 1174

1 acquisition of the securities if no offer or agreement is involved,
2 the person has filed with the commissioner and has sent to the
3 insurer which has sent to its shareholders, a statement containing
4 the information required by this chapter and the offer, request,
5 invitation, agreement, or acquisition has been approved by the
6 commissioner in the manner prescribed in this chapter.

7 (2) IF A DOMESTIC INSURER HAS 200 EMPLOYEES OR FEWER, ANY
8 PROPOSAL FOR THE ACQUISITION, MERGER, CONSOLIDATION, OR SHARE
9 EXCHANGE OF THE DOMESTIC INSURER OR ANY PERSON CONTROLLING THE
10 DOMESTIC INSURER, OR THAT SEEKS THE ELECTION OF 2 OR MORE MEMBERS
11 OF THE BOARD OF DIRECTORS OF THE DOMESTIC INSURER OR ANY PERSON
12 CONTROLLING THE DOMESTIC INSURER, SHALL ALSO REQUIRE THE APPROVAL
13 OF 66.67% OF THE OUTSTANDING VOTING SECURITIES IF THE PROPOSAL IS
14 OPPOSED BY A MAJORITY OF THE DOMESTIC INSURER'S BOARD OF DIRECTORS.

15 (3) ~~(2)~~—The person who proposes to enter into an agreement to
16 merge with or otherwise acquire control of a domestic insurer shall
17 file a notification with the commissioner, in such form and
18 containing the information prescribed by applicable rule
19 promulgated or order issued by the commissioner.

20 (4) ~~(3)~~—For purposes of this section through section 1319, a
21 domestic insurer shall include any person controlling a domestic
22 insurer and any foreign insurer whose written insurance premium in
23 this state for each of the most recent 3 years exceeds the premiums
24 written in its state of domicile and whose written premium in this
25 state was 20% or more of its total written premium in each of the
26 most recent 3 years.

SUBSTITUTE FOR
SENATE BILL NO. 1174

A bill to amend 1956 PA 218, entitled
"The insurance code of 1956,"
by amending section 1311 (MCL 500.1311), as amended by 1994 PA 227.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 1311. (1) A person other than the issuer shall not make a
2 tender offer for or a request or invitation for tenders of, or
3 enter into any agreement to exchange securities for, seek to
4 acquire or acquire, in the open market or otherwise, any voting
5 security of a domestic insurer if, after the consummation thereof,
6 the person directly or indirectly, or by conversion or by exercise
7 of any right to acquire, would be in control of the insurer. A
8 person shall not enter into an agreement to merge with or otherwise
9 to acquire control of a domestic insurer or any person controlling
10 a domestic insurer unless, at the time an offer, request, or
11 invitation is made or an agreement is entered into, or prior to the

1 acquisition of the securities if no offer or agreement is involved,
2 the person has filed with the commissioner and has sent to the
3 insurer which has sent to its shareholders, a statement containing
4 the information required by this chapter and the offer, request,
5 invitation, agreement, or acquisition has been approved by the
6 commissioner in the manner prescribed in this chapter.

7 (2) IF A DOMESTIC PROPERTY AND CASUALTY INSURER HAS 200
8 EMPLOYEES OR FEWER, DIRECTLY OR INDIRECTLY THROUGH AN AFFILIATE
9 TRANSACTING THE INSURER'S BUSINESS, ANY PROPOSAL TO ENTER INTO AN
10 AGREEMENT TO MERGE WITH OR OTHERWISE ACQUIRE CONTROL OF THE
11 DOMESTIC INSURER OR ANY PERSON CONTROLLING THE DOMESTIC INSURER,
12 OR, FOR THE PURPOSE OF OBTAINING CONTROL, THAT SEEKS THE ELECTION
13 OF 2 OR MORE MEMBERS OF THE BOARD OF DIRECTORS OF THE DOMESTIC
14 INSURER OR ANY PERSON CONTROLLING THE DOMESTIC INSURER, SHALL, IN
15 ADDITION TO THE REQUIREMENTS OF SUBSECTION (1), REQUIRE THE
16 APPROVAL OF 66.67% OF THE OUTSTANDING VOTING SECURITIES IF THE
17 PROPOSAL IS NOT SUPPORTED BY A MAJORITY OF THE DOMESTIC INSURER'S
18 BOARD OF DIRECTORS.

19 (3) ~~(2)~~—The person who proposes to enter into an agreement to
20 merge with or otherwise acquire control of a domestic insurer shall
21 file a notification with the commissioner, in such form and
22 containing the information prescribed by applicable rule
23 promulgated or order issued by the commissioner.

24 (4) ~~(3)~~—For purposes of this section through section 1319, a
25 domestic insurer shall include any person controlling a domestic
26 insurer and any foreign insurer whose written insurance premium in
27 this state for each of the most recent 3 years exceeds the premiums


- 1 written in its state of domicile and whose written premium in this
- 2 state was 20% or more of its total written premium in each of the
- 3 most recent 3 years.

Michigan Votes

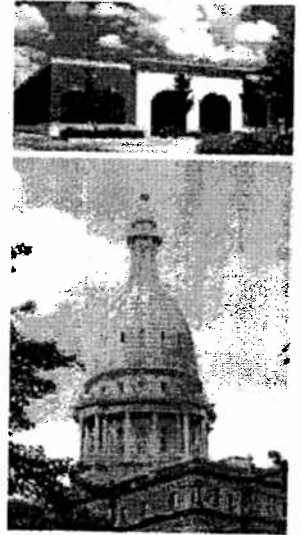
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2009-2010  Senate Bill

 1174

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2010 Senate Bill 1174 (Rewrite corporate takeover rules for particular insurance company)

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- Introduced by Sen. Gerald Van Woerkom (R) on February 25, 2010, to rewrite the rules for corporate acquisitions so as to raise obstacles to the acquisition of a controlling interest in the Fremont Insurance Company (which is located in the district of the bill sponsor) by the Indianapolis-based Steak and Shake Corporation. Specifically, the bill would require a two-thirds supermajority of shareholders to vote in favor of the sale if the current board of directors opposes being taken over, but only for a "domestic (Michigan-based) insurer with 200 employees or fewer".
 - Referred to the Senate Economic Development and Regulatory Reform Committee on February 25, 2010.

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Fremont Insurance Company's Attack on their own shareholders: Senate Bill 1174

Setting the Record Straight

The Steak n Shake Company (Steak n Shake), as of April 8, 2010 now known as Biglari Holdings, Inc. (BH on the NYSE), owns 9.9% of the voting securities of Fremont Insurance Company's parent. BH employs more than 900 Michigan residents at nineteen Steak n Shake locations in Michigan.

In December 2009, Steak n Shake offered to negotiate with Fremont's board of directors to acquire control of Fremont. Steak n Shake also filed an application with the Michigan Commissioner of the Office of Financial and Insurance Regulation to increase its ownership of Fremont (Form A), a requirement under Michigan insurance laws. Steak n Shake's offer specifically stated that Steak n Shake wanted Fremont's entire management, save for its Chief Executive Officer, to remain with the company.

Fremont's board rejected Steak n Shake's offer. Fremont's CEO refused to meet with Steak n Shake management. Fremont's Chief Executive Officer and the Chairman of its Board of Directors, a former state legislator/lobbyist, then induced Senator VanWoerkom to introduce legislation -- Senate Bill 1174 -- to protect Fremont's management at the expense of Fremont's shareholders.

Fremont's shareholders who are now being charged for the cost of lobbying efforts to adopt legislation to restrict their rights to:

(1) accept a tender offer or other "proposal" by a person who wants to acquire the company;
or

(2) elect directors to the Fremont board unless those candidates are "approved" by a majority of Fremont's current board.

Senate Bill 1174:

- curtails and restricts shareholder rights;
- protects an entrenched board and current CEO;
- applies only to Fremont and possibly two other Michigan insurers;
- undercuts the authority of Michigan's Commissioner of the Office of Financial and Insurance Regulation (OFIR) to approve or disapprove the acquisition of ten percent or more of any Michigan-domiciled property and casualty insurer that employs over 200 persons;
- deviates from model laws designed by the National Association of Insurance Commissioners to govern insurance regulation in the United States; and

- sends a chilling message to investors who might be looking to invest in Michigan companies.

Fremont asks the Michigan legislature to protect Fremont's Chief Executive Officer and some of its current board. At best, that is all that Senate Bill 1174 would accomplish amidst all the collateral damage set out above.

Fremont's lobbyists have circulated the following "analysis" of Bill 1174. Fremont's "analysis" is filled with half-truths, errors, and distortions that we address below:

	SNS Plans	FMIC Position	The Truth
Capital	<ul style="list-style-type: none"> to add 3.5 million 	<ul style="list-style-type: none"> FMIC has grown the capital base from profitable operations and can access capital markets as additional capital is needed. 	<ul style="list-style-type: none"> Immediately after the Commissioner approves SnS's Form A, SnS will inject \$3,500,000 into the company to grow Fremont. This capital injection is in addition to and not in lieu of the capital generated from Fremont's profitable operations. Fremont will not need to look to other sources or pay other sources for this capital infusion.
Management	<ul style="list-style-type: none"> replace CEO "no plans to replace or remove other employees" 	<ul style="list-style-type: none"> Who will be CEO? What leadership skills and insurance background do they have? Dunning's leadership has been key in FIC's turn-around. The "no plans" statement means nothing. They have no current plan, but key employees will start looking and Biglari's approach 	<ul style="list-style-type: none"> SnS has hired a prospective CEO, Craig Lochner, who has almost thirty years experience with insurance companies writing the same or similar lines of business written by Fremont. Mr. Lochner submitted his biographical affidavit to the OFIR for review. SnS's plan is to reach out to current management and employees to retain them and not to drive them out of Fremont.

		will drive some out.	<ul style="list-style-type: none"> • SnS has filed its Form A with the OFIR that sets out that Fremont will operate in a decentralized operating structure subject to the direction of Fremont's board of directors.
Reasons for Acquisition	<ul style="list-style-type: none"> • new management and additional capital will allow FIC to more effectively serve its policyholders 	<ul style="list-style-type: none"> • This is false. The reason for Biglari's interest in controlling the insurer is that he views himself as another Warren Buffet. He plans to use the investment portfolio and cash flow to make high risk/high reward investments. 	<ul style="list-style-type: none"> • Michigan insurance laws strictly limit the manner in which an insurer's assets may be invested. See Chapter 9 of the Michigan Insurance Code. • SnS's business plan and additional correspondence with OFIR acknowledge and pledge to honor those limitations. • Michigan's OFIR monitors and oversees Fremont's investments. • To protect policyholders and ensure that Fremont's capital will not be diverted to other purposes, Section 1343 of the Michigan Insurance Code restricts the amount of dividends that Fremont may pay to its owners. In the five year business plan projections required by the OFIR approval process, SnS has committed not to cause Fremont to pay any dividends over five years. • Fremont's comments about "high risk/high reward" investments by a highly regulated insurance entity

			demonstrates remarkable ignorance about how insurers invest their funds.
Reinsurance	<ul style="list-style-type: none"> • ground up review • increase the FIC retention on the Multi-Line XOL from current \$175,000 	<ul style="list-style-type: none"> • Review may be driven by cost savings motive that will increase risk retained. • Increasing retention on XOL will provide some immediate cost savings, but will also increase retained exposure. 	<ul style="list-style-type: none"> • SNS and Fremont's management working with Fremont's reinsurance intermediaries will review Fremont's reinsurance program to determine if, given the \$3.5 million capital infusion discussed above, retentions on some of the existing reinsurance programs can be increased. • Any adjustment to the program will take into account the need to maintain risk based capital requirements set out in detail in Michigan insurance laws.
Investment Committee	<ul style="list-style-type: none"> • FIC will maintain an Investment Committee of the Board of Directors. 	<ul style="list-style-type: none"> • This is a false statement. SNS's SEC filings state Biglari is critical to investment decisions and has sole authority over all investments. 	<ul style="list-style-type: none"> • This is false. Fremont will operate within a decentralized operating structure. • The Form A business plan states that "Fremont will maintain an investment committee of the board of directors." This is the same structure and will operate within the same regulatory environment as is true for Fremont now. See also Chapter 9 of the Michigan Insurance Code.
Marketing	<ul style="list-style-type: none"> • No change from the agent distribution 	<ul style="list-style-type: none"> • Agents have already said they are concerned about placing 	<ul style="list-style-type: none"> • SnS pledged in its initial proposal to Fremont's board to make no management changes

		<p>their customers with a company with no appreciation and experience in the P & C industry.</p> <ul style="list-style-type: none"> Agents control the business. Consumers rely on the recommendation of their agent and few will resist if the agent decides to roll the business to another insurer. 	<p>other than the CEO.</p> <ul style="list-style-type: none"> Form A, Item V (A) and (B) repeat that SnS will make no material changes in management other than the Fremont CEO and SnS wants "all members of the management team to remain in place." Form A Item V(B). SnS's prospective CEO has visited with many Fremont agents. SnS pledged in its Form A business plan that SnS intends to maintain all existing agent/policyholder relationships and to preserve those strong relationships.
Books and Records	<ul style="list-style-type: none"> Applicant will maintain FIC's books and records at 933 East Main Street, Fremont, Michigan 49412 	<ul style="list-style-type: none"> Where else would they keep them, as a domestic insurer they must keep their records in Michigan. There is nothing to prevent SNS from re-domesticating to Indiana or Texas after they have control. 	<ul style="list-style-type: none"> SnS explicitly states that SnS will maintain the company's books and records in Fremont, Michigan (as required by the OFIR approval process) and Fremont's new CEO will reside in Fremont, Michigan moving Fremont out of Michigan, leaving behind its policyholders, and destroying the existing agency network makes no sense. SnS has committed to OFIR that it will not redomicile Fremont to

			<p>another state or move Fremont's administrative offices.</p> <ul style="list-style-type: none"> • With respect to Fremont, however, SNS is committed to growing the company and adding jobs in Michigan.
Investments	<ul style="list-style-type: none"> • Expect a 10% return on the equity investments • Pro forma shows equity investments growing to 47% of policyholder surplus 	<ul style="list-style-type: none"> • Current market equity returns on a high quality diversified portfolio are not that high. This expectation fits Biglari's past investment practices of high risk investments. • AM Best's composite for peer companies for equity to surplus is 15.3%, much less than 47% • The expectation of both a higher return and a higher portion of the investments in equities will unnecessarily risk the solvency of the insurer and expose policyholders: (1) the type of equity investment will be higher risk; (2) a 47% share will increase the overall portfolio risk; and (3) the 	<ul style="list-style-type: none"> • Fremont's investments are subject to the requirements of Chapter 9 of the Michigan Insurance Code and the Office of Financial and Insurance Regulation's oversight. • The projected rate of return set out in the pro-forma is largely derived from historical average market returns. Fremont's future common stock purchases would be paid for from earnings and the \$3.5 million infusion discussed above. If market conditions warrant, Fremont's earnings and the \$3.5 million cash infusion could be invested in bonds as opposed to common stock. • FMIC has already increased Fremont's equity investments as a percent of policyholders' surplus to over 28% as of year end 2009. FMIC has caused Fremont's equity investments as a percent of total assets to increase from 5.72% in 2008 to 12.5% at year end 2009.

		<p>volatility will be much greater.</p> <ul style="list-style-type: none"> • If FMIC had followed this investment approach, what would the market crash of 2008 have done to the surplus as it relates to supporting policies in force and the ability to write business? • It is true that much of the general market's equity loss has been recovered, but at the time of the loss, FMIC could have been required to reduce premiums written, purchase more reinsurance or have been faced with raising capital at a time when it would have been impossible. • A diversified bond portfolio suffered market value declines, but the cash flows were not affected by the market decline. • The effect of this kind of volatility can create a crisis for an insurer and it may not be able 	<ul style="list-style-type: none"> • As equity market conditions warranted during 2009, Michigan property and casualty insurers increased their equity investments as a percent of total assets from an average of less than 5% in 2008 to nearly 9% through the third quarter of 2009.
--	--	--	--

		to ride it out.	
Expenses	<ul style="list-style-type: none"> • Pro forma shows a decrease of the expense ratio by 1.5 points • Premium increases are modest. 	<ul style="list-style-type: none"> • Pro forma shows commissions constant, so the reduction will most likely come from reduced capital expenditures, headcount, reduced salaries and benefits. • Capital expenditures for technology has been significant, but it has been a driving force behind the profitable growth and service to agents and policyholders. 	<ul style="list-style-type: none"> • The improved expense ratio will be achieved by operating efficiencies and improvements in technology.

AMENDMENT NO. 1

TO

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF
OR MERGER WITH A DOMESTIC INSURER**

FREMONT INSURANCE COMPANY

Name of Domestic Insurer

A Subsidiary of

FREMONT MICHIGAN INSURACORP, INC.

BY

THE STEAK N SHAKE COMPANY

Name of Acquiring Person ("Applicant")

Dated: April 7, 2010

Filed with the Commissioner of the Michigan Office of Financial and Insurance Regulation

Correspondence concerning this statement should be addressed to:

James Veach

Mound Cotton Wollan & Greengrass

1 Battery Park Plaza

New York, NY 10004

Tel: 212-804-4233

Fax: 212-344-8066

E-mail: jveach@moundcotton.com

Summary

Pursuant to Mich. Comp. Laws §500.1313(2) and Section 11 of the Insurance Holding Company Act Forms and Instructions, Applicant submits this Amendment No. 1 to its December 21, 2009 Statement Regarding the Acquisition of Control of Domestic Insurers (Form A). Applicant seeks the approval of Michigan's Commissioner of the Office of Financial and Insurance Regulation to acquire additional voting securities issued by Fremont Michigan InsurCorp, Inc. (FMIC). FMIC is a publicly traded insurance holding company incorporated in Michigan and wholly owns Fremont Insurance Company (FIC). Applicant is an Indiana corporation whose shares are traded on the New York Stock Exchange.

Amendment No. 1 amends Applicant's Form A, Item 5, Section A.

Amendment No. 1 amends Applicant's Form A to confirm that:

- (1) FIC's principal administrative offices will remain in Fremont, Michigan; and
- (2) FIC will remain a Michigan domiciled company.

Upon the Commissioner's approval of the Applicant's Form A, the Applicant will invest \$3,500,000 in additional capital to grow FIC and to support FIC's "Pure Michigan" business plan.

Applicant will retain FIC's current management, save for its Chief Executive Officer (CEO). Applicant has hired a candidate to replace FIC's current CEO. FIC's prospective CEO will reside in Fremont, Michigan.

All capitalized terms herein have the meanings set forth in the Form A.

Item 5(A) of Applicant's Form A is hereby deleted in its entirety and replaced as follows:

ITEM 5. FUTURE PLANS OF INSURER

A. Dividend, Liquidation, Merger, Material Changes

FMIC and FIC will operate as wholly-owned subsidiaries of the Applicant in a decentralized operating structure. Applicant has no intent to cause FIC within the next five years to:

- (1) declare a dividend (extraordinary or otherwise);
- (2) liquidate itself;

(3) sell its assets

(4) merge with any person or persons; or

(5) make any other immediate, material changes in FIC's business operations or corporate structure other than to:

(1) replace FIC's Chief Executive Officer; and

(2) add \$3,500,000 in additional capital as discussed in further detail herein.

Applicant confirms that:

(1) FIC's principal administrative offices will remain in Fremont, Michigan; and

(2) FIC will remain a Michigan domiciled company.

SIGNATURE AND CERTIFICATION

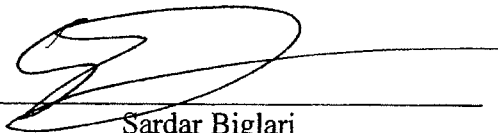
Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, The Steak n Shake Company has caused this amendment to be duly signed on its behalf in the City of New York and State of New York on the 7th day of April, 2010.

The Steak n Shake Company

By

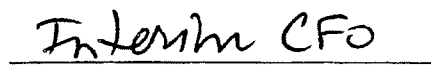


Sardar Biglari

Chairman and Chief Executive Officer

Attest:


(Signature of Officer)


(Title)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached amendment dated April 7, 2010, for and on behalf of The Steak n Shake Company; that he is the Chairman and Chief Executive Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

(Signature) _____


Sardar Biglari

THE INSURANCE CODE OF 1956 (EXCERPT)
Act 218 of 1956

500.413 Transfer of domicile of domestic insurer to another state; effect of transfer; approval of transfer; "U.S. branch" defined.

Sec. 413. (1) Upon the approval of the commissioner, a domestic insurer may transfer its domicile to any other state in which it is admitted to transact the business of insurance, and upon the transfer shall cease to be a domestic insurer but shall be admitted to this state if qualified as a foreign insurer. The commissioner shall approve a proposed transfer unless he or she determines the transfer is not in the interest of the policyholders of this state. For purposes of this section, an alien insurer using this state as a state of entry to transact insurance in the United States through a U.S. branch is considered to be a domestic insurer.

(2) As used in this section, "U.S. branch" means that term as defined in section 431.

History: Add. 1989, Act 92, Imd. Eff. June 20, 1989;—Am. 1994, Act 227, Imd. Eff. June 27, 1994.

Compiler's note: Former MCL 500.413, which pertained to deposits required to transact insurance business, was repealed by Act 137 of 1966, Eff. Mar. 10, 1967;—Am. 1994, Act 227, Imd. Eff. June 27, 1994.

Popular name: Act 218

March 17, 2010 Testimony Before the Senate Economic Development and Regulatory

Reform Committee

Between Time 30:11-31:35 in Recording of Testimony

Senator Sanford: You talked about redomiciling earlier. Does the Commissioner have a veto power? Maybe you can answer it. Does the Commissioner have a veto power on redomiciling? Are there other hurdles that make it not an easy process?

James Veach, Esq.: It was always my understanding that he has a veto power, whether it's explicit or not. To leave a state and go to another state, the state that you're going to, that Commissioner picks up the phone and calls the Commissioner [of the state being left] to ask: "Why is this guy leaving?" I can research that further, but redomiciling a company is an extremely difficult and expensive process, and the Commissioner has a lot to say about it.

Senator Jacobs: Commissioner, do you feel that you have veto power, or will you come into the influence of the NAIC?

Commissioner Ross: The NAIC doesn't perform regulatory functions in this regard. To redomicile, you actually need not one regulator but two regulators to agree. You need the [inaudible] permission of that state and its acquiescence, as well as the [permission of the] domicile state. If for any reason someone wanted to leave and I did not want them to leave, I could always force that company to make what's called a statutory deposit: "put X tens of millions of dollars in my control on your way out to protect Michigan policyholders." So we have a lot of cards in that regard in our toolbox.

Senator Jacobs: Thank you, that answers my question.

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March 5, 2010

Voting Your Shares May Start to Matter

By TARA SIEGEL BERNARD

What would happen if all the small investors banded together and cast their ballots during proxy season, the time of year when all shareholders get to vote on corporate issues? How much of an impact would they have?

Until recently, the votes of small investors — the ones who didn't just throw their ballots in the trash — were largely meaningless. Even if they were angry about soaring executive pay and risky business practices, there was little they could do.

Sure, in theory, investors could vote for the people who serve on the board, many of whom are paid handsomely to oversee management and set executive pay. But investors don't have any say on the nominees. Nor do they have much of a real choice even if they do vote. Say you withhold a vote for a candidate running uncontested. It doesn't matter, since directors can win without a majority.

And if you chose not to vote? Your broker is allowed to cast your ballot without your permission, and brokers typically vote in line with management.

"Up until now, it's been sort of a Soviet system," said Stephen Davis, executive director of the Millstein Center for Corporate Governance and Performance at the Yale School of Management. "We have been operating in the United States under the myth that boards have been accountable to shareholders."

So much for shareholder democracy.

But the tide is beginning to turn, albeit slightly. In recent years, more companies have adopted a "majority rules" requirement, meaning a single vote can no longer elect the entire board, even if all other votes are withheld (though some companies retain the power to reinstate directors). And starting this year, brokers can no longer vote shares held in their customers' accounts without permission.

On top of that, more voter resources are beginning to sprout on the Web that aim to educate smaller investors, demystify the issues on the ballot and make voting easier.

Investors would also stand to benefit from the so-called Shareholder Bill of Rights, legislation proposed by

Senator Charles Schumer of New York and Senator Maria Cantwell of Washington, both Democrats, most of which was included in the original draft of Senator Christopher Dodd's financial overhaul bill. But like many other consumer-friendly measures — including a freestanding consumer protection agency — it has faced sharp opposition from some Republicans and business groups and may not survive.

One provision that has particularly provoked opponents would make it easier for certain investors to nominate independent directors to corporate boards, or what is known as proxy access.

The Securities and Exchange Commission is also pushing the issue, and, after several years of debate, is expected to adopt rules this year. Those rules would require companies to include the shareholders' nominees in their proxy materials, whereas now investors are forced to pay for their own campaigns.

(The proposed rules would allow only those who own at least 1 percent of shares at large companies to nominate directors, as long as those directors fill under 25 percent of the board seats.)

The Senate proposal would require that candidates for director receive at least half the vote in an uncontested election and require all directors to face re-election annually (unless shareholders approve otherwise). It would also give shareholders a so-called say on pay, which is a nonbinding vote on executive compensation practices.

More companies are beginning to do this voluntarily, and corporate governance experts say these votes can actually help curb excessive pay.

"The pressure is really on Chris Dodd as to whether the accountability provisions in the Shareholder Bill of Rights turn out in the final bill," said Mr. Davis, of the corporate governance center at Yale.

Let's assume the worst for a moment, and most of the provisions in the Senate bill are whittled down to nothing. How much power do small investors have right now?

Collectively, they own about 30 percent of outstanding shares. They hold a much larger stake when you consider their holdings in pensions and mutual funds. But since investors technically own shares of mutual funds and not their underlying investments, the fund companies cast the ballots. As you may imagine, many of them do a poor job.

Still, only a small fraction of retail investors vote. And no wonder — we're busy, we think our votes don't matter, and we don't have the time to become experts on corporate governance. Yet experts say small investors hold enough shares to move the needle, at least on some issues.

"Thirty percent of outstanding shares is a substantial portion, easily enough to change the outcome of many proxy voting results," said Mark Latham, a member of the S.E.C.'s investor advisory committee.

Michael Passoff, an associate director at As You Sow, a shareholder advocacy group on environmental issues, has first-hand experience. "There have been many successes shareholders have had in changing corporate policies or practices," he said. "You can imagine virtually all retail shareholders supporting resolutions that would limit or link executive pay to performance."

How much mental energy is required to vote intelligently? Thankfully, it's getting easier. Here are some shortcuts:

THE BASICS If you own stocks, you'll probably receive proxy materials — the company's annual report, a proxy statement and a proxy card/voting form — in the mail or via e-mail. You can vote by mail, by phone, on the Web or, if you're so inclined, you can show up at the annual meeting, where, at the very least, you'll probably encounter some colorful gadflies.

FOR STOCK HOLDERS Nell Minow, editor and co-founder of the Corporate Library, an independent, corporate governance research firm, offered a few tips on how to vote any proxy in two minutes or less. "You want to look at three things," she said. Do the directors own company stock? Do they attend more than 75 percent of the meetings? And do they do business with the company? All this information, she says, is available on a chart on the proxy statement. To find whether directors have side deals with the company, she said to look in the "related party transactions box."

"If they don't go to meetings, don't vote for them," she said. "If they don't own stock, don't vote for them."

If there are any shareholder proposals, Ms. Minow recommends finding out how others are voting, including activists in causes you believe in or institutional shareholders like TIAA-CREF or Calpers, which have reputations for voting independently.

And if the proxy has too many shareholder proposals, "withhold your vote for the entire board," Ms. Minow said. "Any board that is not engaging with its shareholders to try and negotiate some of its proposals needs to be reminded who they work for."

MUTUAL FUNDS HOLDERS Since investors have less of a direct impact on their mutual funds' votes, it is important to hold the fund companies accountable for the way they vote their proxies.

"The biggest thing you can do is find a better mutual fund," said Mr. Latham, who is also a director at ProxyDemocracy.org, which provides information on how mutual funds vote and other tools. "If you are in a Standard & Poor's 500 index fund, there are many S. & P. 500 funds. But some vote better than others, and that is the biggest leverage you have."

GETTING EDUCATED These are still early days, but various organizations that cater to retail investors have sprung up on the Web to help individuals essentially outsource their voting decisions to institutions or activists they trust. In addition to ProxyDemocracy.org, there are also sites like Shareowners.org. None has

gone as far as Moxy Vote, a Web site that was started in November and aims to educate investors and simplify the voting process.

It allows investors to view advocates' positions — 30 activists currently participate — to see where they stand on the issues. Investors can have their proxies delivered to Moxy Vote and then vote directly from the site. They can also automate the process so that, say, they always vote in line with their favorite advocate.

"We are trying to do something that has been never been done before, and that is to rally the retail vote," said Doug Gates, vice president of marketing at Moxy Vote. "We want to bring some illumination to that process and empower small shareholders to effect change."



Hon. Andrew Dillon
Speaker of the House
17th House District
Capitol Building, Room 166
P.O. Box 30014
Lansing, MI 48909-7514

Re: Fremont Insurance Company - Senate Bill 1174

Dear Speaker Dillon:

We own 139,753 shares of Fremont Michigan InsuraCorp., Inc. I learned recently of the bill and write as a concerned investor in a Michigan company to urge you to **stop** this special interest legislation.

The Bill 1174 protects Fremont's senior management and its board at the expense of Fremont's shareholders. The bill negates my vote as a shareholder. I believe Management should serve the best interests of investors, not protect their own.

My family has extensive roots in Michigan. I spent summers around Kalamazoo with family throughout my formative years. I have a deep commitment to the state, fairness and working to build successful companies. Our firm actively seeks business opportunities through professional relationships and our extensive network of family and friends in Michigan. I have committed a significant amount of personal capital in Fremont Michigan Insurance Company and recommended the investment to friends and family.

Fort Ashford has a history of investing and growing businesses. In 2002, we formed and funded Force Protection, now a billion dollar defense contractor. We created hundreds of middle class jobs and hundreds of millions worth of annual contracts to Michigan companies including Spartan Motors, thereby transforming their business and profitability. Recently we formed a specialty manufacturing company in Detroit with the aim of creating growth and jobs.

To date, I have supported managements stated plan for conservative growth. I purchased shares and committed to purchase additional equity when my vote counted – before this disquieting attempt to “protect” management from the people who purchased ownership in the business. I communicated with the CEO regarding my interest in meeting the management team and had planned to visit during the upcoming shareholder meeting. While I did not agree with the recent buyout proposal, I would have expected management to trust the business owners to vote instead of eliminating our voice from the process.

Senate Bill 1174 requires the approval of 2/3 of the outstanding shares of the company to elect two or more director candidates who are not "supported by a majority of" Fremont's board of directors. Given 100% of the outstanding shares are rarely cast, the current directors are ensuring themselves lifetime appointments. In a time where jobs and accountability matter so much, how can you support the taking away the small investors voice in the process.

Management is using company resources to limit our voices as investors. They are using legislation to protect their jobs and create a "too politically connected to answer" board of directors at the expense of accountability, growth and jobs. Leadership requires commitment, honesty, and accountability - not investing in protection and influence instead of the success and growth of the business.

This Senate Bill 1174 must be stopped to ensure our management is accountable. It sends the wrong message to those of us who want to invest in Michigan and see Michigan companies grow.

I understand Senate Bill 1174 applies to only one or two Michigan entities, but this bill certainly does not send a pro-investor message to those of us who support Michigan enterprises, particularly a company that trumpets its "Pure Michigan" business plan.

I ask that you oppose Michigan Senate Bill 1174. Please contact me to discuss this matter further. I can be reached on my cell at 949.212.2222.

Sincerely,



Frank P. Kavanaugh
Fort Ashford Funds, LLC

cc: Representative Barbara Byrum, Chairperson, Insurance Committee



Hon. Andrew Dillon
Speaker of the House
17th House District
Capitol Building, Room 166
P.O. Box 30014
Lansing, MI 48909-7514

Re: Senate Bill 1174

Dear Speaker Dillon:

Our fund, Chanticleer Investors II, LLC owns nearly 5,000 shares of Fremont Michigan InsuraCorp., Inc. I recently learned about the above-referenced bill and write as an investor in a Michigan company to urge you to stop this special interest legislation.

This is not the first time our fund has invested in a Michigan domiciled insurance company. We have just a three year operating history, but in 2007 we owned shares in another small Michigan insurance company with fewer than 200 employees. We fear that the legislation proposed in Bill 1174 could make it more difficult for small insurance companies in Michigan to attract such investments.

Bill 1174 devalues my vote as a shareholder. Voting my shares allows me to support or oppose management's policies and plans. I want to preserve my capacity to elect directors. I want to preserve my right to respond to tender offers. I want to preserve my vote with respect to mergers or similar transactions.

Senate Bill 1174 requires the approval of 2/3 of the outstanding shares of the company to elect two or more director candidates who are not "supported by a majority of" a company's board of directors. Given that 100% of the outstanding shares are almost never cast, the proposed legislation ensures directors that no shareholders opposing the direction of the very company he or she owns has the opportunity to push for change. It would serve to dilute the meaning of a shareholder's vote.

Senate Bill 1174 sends the wrong message to those of us who want to invest in Michigan and see Michigan companies grow. I understand that this legislation applies to only a few Michigan entities, but this bill certainly does not send a pro-investor message to those of us who support Michigan enterprises.

I ask that you oppose Michigan Senate Bill 1174. Please feel free to contact me to discuss this matter further.



Sincerely,

A handwritten signature in cursive script that reads "Matthew L. Miller".

Matthew Miller
Co-Portfolio Manager

A handwritten signature in cursive script that reads "Joseph I. Koster".

Joseph Koster
Co-Portfolio Manager

cc: Representative Barbara Byrum, Chairperson, Insurance Committee

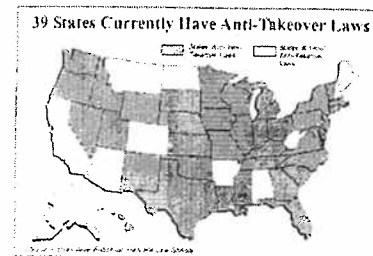


Repeal Michigan's Anti-Takeover Law

By DR. THEODORE BOLEMA | Aug. 4, 2003

Should Michigan have a law to deter hostile takeovers of state-based corporations? The evidence after more than a decade of experience is that state anti-takeover laws are ineffective tools for discouraging takeovers of state-based corporations, and impose great costs and delays on all parties involved in takeover disputes.

A case in point has been raging since late 2002, when two groups began battling for control of Taubman Centers, Inc. and its 30 shopping malls, including Twelve Oaks in Novi and Woodland in Grand Rapids. On one side are the Taubman family members, and on the other is Simon Properties Group, an Indiana-based shopping mall operator.



One battlefield is in the courts, and concerns whether and how the Michigan Control Shares Act of 1988, Michigan's anti-takeover law, applies to each group. Another battlefield is the Michigan Legislature, where the state House passed an amendment to the anti-takeover law favoring the Taubman side, and the Senate is expected to vote on the amendment in September.

Shareholders, however, appeared to favor the Simon Property Group. The stock was trading at about \$15 when Simon initiated its takeover attempt. Simon offered \$20 per share, and 85 percent of the non-Taubman-group shareholders accepted the offer.

The Michigan Control Shares Act is similar to laws passed by many states in the 1980s. Under the Michigan statute, the acquirers' shares can lose their voting rights unless a majority of "disinterested" shareholders (i.e., shareholders other than the acquiring group and the current officers of the company) vote to restore the lost voting rights. Thus, the statute has the potential to prevent an acquirer from gaining control of the company even if it owns a majority of the shares, by preventing the acquirer from voting those shares.

Defenders of anti-takeover laws point to the benefits of stable local ownership and the potential destructive effects of acquisitions aimed at raiding company assets and eliminating jobs in the state. But do anti-takeover laws confer any such benefits?

A 1995 paper in the *Journal of Financial Economics* found no evidence that state anti-takeover laws reduced the number of takeovers, and if anything may have actually increased the likelihood of takeovers. By contrast, the same study found that anti-takeover measures adopted by the companies themselves, such as "poison pills," staggered director terms and multiple classes of voting stock, have been effective in deterring takeovers. A 2001 study published by the *Virginia Law Review* confirmed the lack of effectiveness of anti-takeover laws, and noted that state anti-takeover laws "received little if any support in the academic literature as there was no attempt by state legislatures to tailor them to any identifiable failure in the takeover process."

The destructive effects of anti-takeover laws were demonstrated by the 1996-98 battle for Conrail, a Pennsylvania corporation. After Conrail's management sought a friendly merger with the CSX railroad, rival Norfolk Southern railroad put in a higher bid for Conrail stock. Absent the Pennsylvania anti-takeover law, shareholders would have simply voted whether to accept the CSX offer, the Norfolk Southern offer, or neither, and the matter could have been resolved quickly. Instead, it took almost two years of costly litigation before the exhausted parties settled by dividing up Conrail between CSX and Norfolk Southern. In other words, the Conrail

assets were divided up not so much due to a takeover, but rather to settle litigation arising from the anti-takeover statute.

Although anti-takeover laws may give the appearance that the state is "doing something" to deter takeovers of state-based corporations, the statutes often promote the very harms they are supposed to prevent, while imposing great costs and delays on the shareholders and other stakeholders in the corporations.

The Michigan Control Shares Act is an expensive placebo, and should be repealed. Without it, shareholders would still be perfectly free to enact their own private anti-takeover measures if they choose. While private anti-takeover measures have their critics, they at least have the virtue of being approved by shareholders, rather than being imposed by the state. And they may actually deter takeovers of state-based corporations.

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(Theodore Bolema, Ph.D., J.D., is an attorney in the Finance and Law Department of Central Michigan University's College of Business Administration, and an adjunct scholar with the Mackinac Center for Public Policy, a research and educational institute headquartered in Midland. More information on Michigan's anti-takeover law is available at www.MichiganVotes.org. Permission to reprint in whole or in part is hereby granted, provided the author and his affiliations are cited.)

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THE INSURANCE HOLDING COMPANY SYSTEM REGULATORY ACT

The date in parentheses is the effective date of the legislation or regulation, with latest amendments. The model includes the Merger and Acquisition Law as Section 3.1. See KEY at end of list.

NAIC MEMBER	MODEL/SIMILAR LEGIS.	RELATED LEGIS./REGS.
Alabama	ALA. CODE §§ 27-29-1 to 27-29-14 (1973/1994).	
Alaska	ALASKA STAT. §§ 21.22.010 to 21.22.200 (1976/2004) [1]	
Arizona	ARIZ. REV. STAT. ANN. §§ 20-481 to 20-481.30 (1978/2003) [1, 2]	
Arkansas	ARK. CODE ANN. §§ 23-63-501 to 23-63-530 (1971/2005) [1]	
California	CAL. INS. CODE §§ 1215 to 1215.16 (1969/2005).	<i>See also</i> BULLETIN 93-6 (1993).
Colorado	COLO. REV. STAT. §§ 10-3-801 to 10-3-814 (1963/1992) (Contains part of § 3.1)	
Connecticut	CONN. GEN. STAT. §§ 38a-129 to 38a-140 (1969/2004).	
Delaware	DEL. CODE ANN. tit. 18 §§ 5001 to 5015 (1973/1995) [1]	
District of Columbia	D.C. CODE §§ 31-701 to 31-714 (1993/2004) [1, 2]	
Florida	FLA. STAT. §§ 628.801 to 628.803 (1985/1997) (§§ 8, 9, 10 of model); §§ 628.451 to 628.461 (1959/1999); FLA. ADMIN. CODE §§ 690-143.045 to 690-143.050 (1970/1991) (§§ 1, 4, 5 of model).	
Georgia	GA. CODE ANN. §§ 33-13-1 to 33-13-15 (1970/1993) [1]	
Guam	NO ACTION TO DATE	
Hawaii	HAWAII REV. STAT. §§ 431:11-101 to 431:11-117 (1988/2006) [1]	

THE INSURANCE HOLDING COMPANY SYSTEM REGULATORY ACT

NAIC MEMBER	MODEL/SIMILAR LEGIS.	RELATED LEGIS./REGS.
Idaho	IDAHO CODE §§ 41-3801 to 41-3820 (1972/1999) [1]	
Illinois	215 ILL. COMP. STATS. 5/131.1 to 5/131.28 (1977/2003) [1]	
Indiana	IND. CODE §§ 27-1-23-1 to 27-1-23-13 (1971/1999) [1]	
Iowa	IOWA CODE §§ 521A.1 to 521A.13 (1970/1997).	
Kansas	KAN. STAT. ANN. §§ 40-3301 to 40-3315 (1975/1997) [1]	
Kentucky	KY. REV. STAT. §§ 304.37-010 to 34.37-150 (1972/1998); § 304.24-410 (1996) [1]	
Louisiana	LA. REV. STAT. ANN. §§ 22:1001 to 22:1015 (1991/1997).	
Maine	ME. REV. STAT. ANN. tit. 24-A § 222 (1969/1999).	
Maryland	MD. ANN. CODE INS. §§ 7-101 to 7-807 (1969/2000) [1]	
Massachusetts	MASS. GEN. LAWS ch. 175 §§ 206 to 206D (1993).	
Michigan	MICH. COMP. LAWS §§ 500.1301 to 500.1379 (1970/1995).	
Minnesota	MINN. STAT. §§ 60D.09 to 60D.30 (1971/2005) [1]	
Mississippi	MISS. CODE ANN. §§ 83-6-1 to 83-6-43 (1974/2001).	
Missouri	MO. REV. STAT. §§ 382.010 to 382.302 (1983/2004) [1]	
Montana	MONT. CODE ANN. §§ 33-2-1101 to 33-2-1125 (1971/1999).	

THE INSURANCE HOLDING COMPANY SYSTEM REGULATORY ACT

NAIC MEMBER	MODEL/SIMILAR LEGIS.	RELATED LEGIS./REGS.
Nebraska	NEB. REV. STAT. §§ 44-2120 to 44-2153 (1991/2005).	
Nevada	NEV. REV. STAT. §§ 692C.010 to 692C.490 (1973/2003).	
New Hampshire	N.H. REV. STAT. ANN. §§ 401-B:1 to 401-B:17 (1971/2000)#	
New Jersey	N.J. REV. STAT. §§ 17:27A-1 to 17:27A-14 (1970/1996) [1]	<i>See also</i> N.J. REV. STAT. §§ 17:27B-1 to 17:27B-6 (1971).
New Mexico	N.M. STAT. ANN. §§ 59A-37-1 to 59A-37-28 (1985/1999).	
New York		N.Y. INS. LAW §§ 1501 to 1510; 1601 to 1612; 1701 to 1716 (1984/1999); 7101 to 7119 (1984/1989) (Parts of model included).
North Carolina	N.C. GEN. STAT. §§ 58-19-1 to 58-19-70 (1971/2006).	
North Dakota	N.D. CENT. CODE §§ 26.1-10-01 to 26.1-10-12 (1983/2005) [1]	
Ohio	OHIO REV. CODE ANN. §§ 3901.32 to 3901.37 (1971-1972/2002).	
Oklahoma	OKLA. STAT. tit. 36 §§ 1651 to 1663 (1970/2005).	
Oregon	OR. REV. STAT. §§ 732.517 to 732.592 (1971/2001) [2]	
Pennsylvania	PA. UNCONS. STAT. §§ 40-10-101 to 40-10-113 (1993/2001) [1]	
Puerto Rico	NO ACTION TO DATE	
Rhode Island	R.I. GEN. LAWS §§ 27-35-1 to 27-35-14 (1971/2002).	
South Carolina	S.C. CODE ANN. §§ 38-21-10 to 38-21-390 (1988/2003) [1]	

THE INSURANCE HOLDING COMPANY SYSTEM REGULATORY ACT

NAIC MEMBER	MODEL/SIMILAR LEGIS.	RELATED LEGIS./REGS.
South Dakota	S.D. CODIFIED LAWS ANN. §§ 58-5A-1 to 58-5A-77 (1972/1993).	
Tennessee	TENN. CODE ANN. §§ 56-11-201 to 56-11-215 (1986/2000) [1]	
Texas	TEX. CODE ANN. INS. Sec. 823.001 to 823.503 (2003/2005).	
Utah	UTAH CODE ANN. §§ 31A-16-101 to 31A-16-111 (1986/2004).	
Vermont	VT. STAT. ANN. tit. 8 §§ 3681 to 3694 (1971/1996).	
Virgin Islands	NO ACTION TO DATE	
Virginia	VA. CODE §§ 38.2-1322 to 38.2-1346 (1986/2001) [2]	<i>See also</i> VA. CODE §§ 38.2-4230 to 38.2-4235 (1989) (Regarding nonstock corporations that are members of holding co. system).
Washington	WASH. REV. CODE ANN. §§ 48.31B.005 to 48.31B.902 (1993/2000) [1]	<i>See also</i> WASH. REV. CODE ANN. §§ 48.31C.010 to 48.31C.901 (2001) (Holding company act for health care service providers and HMOs).
West Virginia	W. VA. CODE §§ 33-27-1 to 33-27-14 (1974/2003).	
Wisconsin		WIS. STAT. §§ 617.01 to 617.25 (1969/1998).
Wyoming	WYO. STAT. §§ 26-44-101 to 26-44-117 (1991/2004).	

KEY

[1] Includes Section 3.1 on mergers and acquisitions.

[2] Includes confidentiality provisions adopted by NAIC in Jan. 2000 or similar provisions.